

P01800046477

William A. Tenwick
Attorney at Law
P. O. Box 4090
Ft. Myers, Florida 33918-4090
(941) 567-0623 * Fax (941) 567-1454

FILED
01 MAY -4 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Water911, Inc.

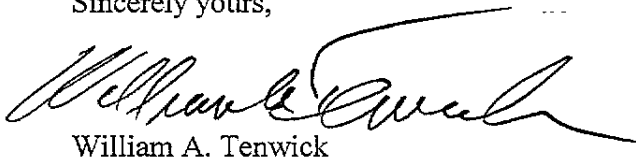
300004163883--1
-05/08/01--01108--028
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed the original and one copy of Articles of Incorporation for certification and the original registered agent designation as well as my check in the amount of \$78.75 for incorporation fee and certificate of status for the above captioned name.

Thank you for your prompt attention to this matter.

Sincerely yours,



William A. Tenwick

WAT/wt

ENCLOSURES: AS INDICATED

5-9-01
WAC

**ARTICLES OF INCORPORATION
OF
WATER911, INC.**

FILED
01 MAY -4 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I
(Name)**

The name of this corporation shall be: Water911, Inc.

**ARTICLE II
(Duration)**

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
(Purpose)**

The general nature of the business to be transacted by this corporation is as follows: To purchase, inventory, sell, and market all make and manner of water and related water products; to horizontally integrate, merge, buy or sell any like or similar businesses for stock and/or cash; and to engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V
(Pre-emptive Rights)

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the bylaws of the corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

Name	Address	Position
Michael Stauffer	1031 B. N.E. Pine Island Rd. Cape Coral, Florida 33909	President/ Vice Pres./ Sec./Tres.

ARTICLE VII

(Principal Office, Initial Registered, and Registered Agent)

The principal office and mailing address of this corporation is: 1031 B. N.E. Pine Island Road., Cape Coral, Florida 33909

The street address of the initial registered Agent's office is: Michael Stauffer, 1031 B. N.E. Pine Island Road., Cape Coral, Florida 33909

ARTICLE VIII

(Incorporator)

The name and mailing address of the person signing these Articles of Incorporation is: Michael Stauffer

1031 B. N.E. Pine Island Road.
Cape Coral, Florida 33909

ARTICLE IX

(Bylaws)

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend, or repeal any bylaws adopted by the Shareholders if the Shareholders provide that the bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XI

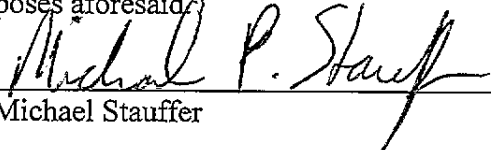
(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XII
(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

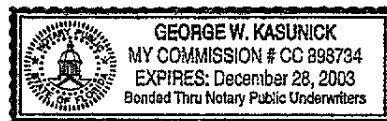

Michael Stauffer

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MICHAEL STAUFFER, who is personally known to me or has produced the following as identification FL DL #
S 316 - 555-72-220-0 and
who, without an oath, executed the foregoing instrument and acknowledged before me the execution thereof.

WITNESS my hand and official seal this 1ST day of ^{MAY}~~April~~, 2001.


Notary Public



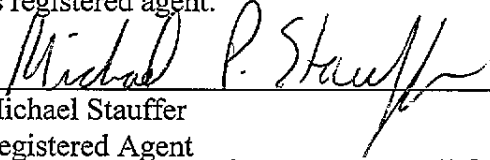
FILED
01 MAY -4 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: Water911, Inc.
2. The name of the registered agent is: Michael Stauffer
3. The address of the registered agent/registered office is: 1031 B. N.E. Pine Island Road, Cape Coral, Florida 33909.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael Stauffer
Registered Agent